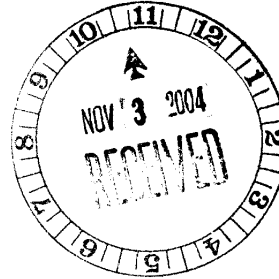




CORPORATION SERVICE COMPANY



November 1, 2004

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 25277 FILED

NOV 03 '04 12-04 PM

SURFACE TRANSPORTATION BOARD

RE: 136362-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 20, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **SOUTH CAROLINA ELECTRIC & GAS COMPANY**
111 Research Drive Columbia, SC 29203

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **SOUTH CAROLINA ELECTRIC & GAS COMPANY**, covering 10 coal gondolas with reporting marks and numbers: CEFX 40878 – CEFX 41030 - NOT INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Enclosure

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 20TH day of August, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and SOUTH CAROLINA ELECTRIC & GAS COMPANY, a South Carolina corporation, with an address at 111 Research Drive, Columbia, SC 29203 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Car Full Service Lease Agreement (the "Lease") dated as of October 19, 1998 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph T. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee.

SOUTH CAROLINA ELECTRIC & GAS COMPANY

By: Samuel D. Birch
Name: Samuel D. Birch
Title: SR VP Fuel

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SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars

Equipment Description

10 4,400 C.F. or greater aluminum coal gondola

1	CEFX	40878
2	CEFX	40992
3	CEFX	41190
4	CEFX	41191
5	CEFX	41192
6	CEFX	41207
7	CEFX	41216
8	CEFX	41258
9	CEFX	41283
10	CEFX	41310